

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: Chapter 11
DELPHI CORPORATION, et al., Case No: 05-44481 (RDD)
Debtors. (Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

STEPHEN A. DiTULLIO, being duly sworn, deposes and says:

1. I am a principal of DeWitt Ross & Stevens S.C. ("DR&S") which firm maintains offices at 2 East Mifflin Street, Suite 600, Madison, WI 53703.
2. Neither I, DR&S, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. DR&S has represented and advised the Debtors in Wisconsin with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and DR&S has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and DR&S proposes, to render the following services to the Debtors:

representation on labor and employment issues primarily in the Oak Creek, Wisconsin facility, as well as in defending the Debtors from employment claims in federal or state courts and administrative agencies, including, but not limited to, *Stacy Prusheik v. Delphi Automotive Systems*, ERD Case No. CR200404383, EEOC Case No. 26GA500235 and *Iris M. Olavarria v. Delphi Automotive Systems*, ERD Case No. CR200401681, EEOC Case No. 26GA4011993.

5. DR&S' current fees arrangement is on an hourly basis consistent with the Debtors' "Instructions for Completing Law Firm/Consultant/Expert Invoices."

6. Except as set forth herein, no promises have been received by DR&S or any partner, auditor or other member thereof as to compensation in connection with these Chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. DR&S has no agreement with any entity to share with such entity any compensation received by DR&S.

8. DR&S and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending Chapter 11 cases. DR&S does not and will not represent any such entity in connection with these pending Chapter 11 cases and does not have any relationship with any

such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, DR&S, nor any partner, auditors or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which DR&S is to be engaged.

10. The foregoing constitutes the statement of DR&S pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

S. DiTullio
Stephen A. DiTullio

Subscribed and sworn before me
this 10th day of November, 2005

Brenda Ferris
Brenda M. Ferris
Notary Public, State of Wisconsin
My commission expires: 8/20/06